

PT RADIANT UTAMA INTERINSKO TBK



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BOARD OF DIRECTORS **CHARTER**

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CHAPTER I

BASELINE

The Board of Directors Charter serves as a guideline for the Code of Conduct for the work execution of the Board of Directors of PT Radiant Utama Interinsco, Tbk (“the Company”) in carrying out their duties, responsibilities, and authorities as stated in this Charter, with reference to:

- Law No. 40 of 2007 on Limited Liability Companies,
- Law No. 8 of 1995 on Capital Markets,
- Financial Services Authority Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies, and
- The Company's Articles of Association.

CHAPTER II

MEMBERSHIP OF THE BOARD OF DIRECTORS

MEMBERSHIP STRUCTURE

- The Company is managed by a Board of Directors whose number is adjusted according to the Company's needs, with a provision of at least three (3) members of the Board of Directors, and one of the members of the Board of Directors is appointed as the President Director.
- In accordance with Capital Market regulations, to maintain independence and avoid conflicts of interest, the Company's Board of Directors must include Independent Directors.

APPOINTMENT AND DISMISSAL

Members of the Board of Directors are appointed and dismissed by the General Meeting of Shareholders ("GMS").

PENCALONAN KEANGGOTAAN

Proposal for the appointment, dismissal, and/or replacement of Board of Directors members to the GMS after receiving recommendations from the Nomination and Remuneration Committee.

MEMBERSHIP REQUIREMENTS

Qualifications for appointment to the Board of Commissioners and during the term of office:

- Possessing integrity, morality, and character
- Able to execute legal procedures
- In the five years preceding the election and during the term of office:
 - Have never declared myself insolvent.
 - Never served on the Board of Directors and/or Board of Commissioners of a company that has been declared insolvent.
 - Never convicted of offenses involving state finances or other financial sectors.
 - Never been a member of the Board of Directors or Board of Commissioners that has
 - Never conducted an Annual General Meeting of Shareholders during their tenure.
 - The GMS previously rejected his/her accountability as a member of the Board of Directors and/or the Board of Commissioners or failed to provide accountability as a member of the Board of Directors and/or the Board of Commissioners to the GMS.
 - Has ever resulted in a company that has received a license, certification, or registration from the Financial Services Authority failing to fulfill the obligation to submit annual reports and/or financial statements to the Financial Services Authority
- Having a dedication to adhering to the laws and regulations.
- Having a commitment to comply with the Laws and Regulations.

CHAPTER III

TERM OF OFFICE AND CONCURRENT POSITIONS

- In accordance with the provisions of the Company's Articles of Association, for 1 (one) term of office of the Board of Directors members, at the latest until the closing of the 5th (fifth) Annual General Meeting of Shareholders.
- The term of office for a Board Member ends if:
 - Resigning in accordance with the provisions of the Company's Articles of Association
 - Passed away
 - Dismissed based on the decision of the GMS
 - Declared bankrupt or placed under guardianship based on a court decision
 - No longer meets the requirements of the legislation.
- The provisions regarding the accumulation of positions for members of the Board of Directors are as follows:
 - Members of the Board of Directors may hold concurrent positions as:
 - The Board of Directors members are limited to a maximum of 1 (one) Issuer or other Public Company.
 - Members of the Board of Commissioners may be at most 3 (three) from other Issuers or Public Companies.
 - Committee members can serve on a maximum of 5 (five) committees in an Issuer or Public Company where they also serve as members of the Board of Directors or the Board of Commissioners.
 - Holding multiple positions can only be done as long as it does not conflict with other regulations.

CHAPTER IV

DUTIES, RESPONSIBILITIES AND AUTHROITIES OF THE BOARD OF DIRECTORS

- The Board of Directors, as the corporate organ, is tasked with managing and being responsible for the administration of the Company in the interest of the Company in accordance with the aims and objectives of the Company as stipulated in the Company's Articles of Association.
- The Board of Directors is required to hold the annual GMS and other GMS as regulated in the Legislation and the Company's Articles of Association.
- The Board of Directors is obliged to carry out their duties and responsibilities in good faith, with full responsibility and caution.
- The Board of Directors may form committees to support the effectiveness of the execution of duties and responsibilities as members of the Board of Directors and is required to evaluate the performance of the committees at the end of each financial year.
- The Board of Directors is responsible for the success of the development, management, and control of the Company's general management.
- The Board of Directors is required to prepare an Annual Work Program each year concerning the formulation of business goals and company strategies, as well as financial performance targets for the upcoming fiscal year, taking into account the outlined objectives, strategies, vision, and values. Furthermore, the Annual Work Program must be submitted to the Board of Commissioners of the Company.
- The Board of Directors is required to submit reports regularly in accordance with applicable regulations to the Board of Commissioners, capital market authorities, and shareholders at the annual General Meeting of Shareholders, which includes semi-annual, mid-year, and annual reports on the Company's activities.
- The Board of Directors is required to implement and carry out the principles of "Good Corporate Governance" and conduct all business activities of the Company
- The Board of Directors is obliged to carry out their duties and responsibilities based on the Company's Articles of Association, the Board of Directors' Charter, and applicable laws and regulations. .

CHAPTER V

ASSIGNMENT OF TASKS AND AUTHORITY OF BOARD MEMBERS

The allocation of responsibilities and powers for each member of the Board of Directors is established by the General Meeting of Shareholders (GMS). If the GMS does not specify this, the allocation of responsibilities and authority for each member of the Board of Directors is established by the resolution of the Board of Directors' Meeting.

CHAPTER VI MEETINGS

- The Board of Directors is required to hold a Board of Commissioners Meeting at least once a month.
- The Board of Directors meeting can be held if attended by the majority of all Board members.
- The Board of Directors is required to hold a meeting with the Board of Commissioners periodically at least once every four (4) months.
- The attendance of the Board of Directors members at meetings must be disclosed in the Company's annual report.
- The Board of Directors must schedule the meetings as referred to in paragraphs (1) and (3) for the following year before the end of the financial year. The meeting materials for the scheduled meetings must be delivered to the meeting participants no later than 5 (five) days before the meeting is held.
- Decision-making in the Board of Directors' meeting is conducted based on deliberation for consensus, and if consensus is not reached, the decision is made by majority vote.
- The results of the meeting of the Board of Directors and/or together with the Board of Commissioners must be recorded in the minutes of the meeting, signed by all attendees, and communicated to all members of the Board of Directors and/or members of the Board of Commissioners, and must be documented by the Company.

CHAPTER VII WORK HOUR

Each member of the Board of Directors has sufficient availability to perform the duties of the Board of Directors according to the needs of the Company, in accordance with applicable legal regulations.

CHAPTER VIII

VALIDITY AND EVALUATION

- This Board Charter is effective from August 22, 2016.
- This Board Charter will be reviewed periodically and adjusted in accordance with applicable regulations and/or provisions.